

SULLIVAN, MOUNTJOY, STAINBACK & MILLER PSC  
ATTORNEYS AT LAW

Ronald M. Sullivan  
Jesse T. Mountjoy  
Frank Stainback  
James M. Miller  
Michael A. Fiorella  
Allen W. Holbrook  
R. Michael Sullivan  
Bryan R. Reynolds  
Tyson A. Kamuf  
Mark W. Starnes  
C. Ellsworth Mountjoy  
Susan Montalvo-Gesser

July 31, 2009

**Via Federal Express**

Mr. Jeff DeRouen  
Executive Director  
Public Service Commission  
211 Sower Boulevard, P.O. Box 615  
Frankfort, Kentucky 40602-0615

**RECEIVED**

**AUG 03 2009**  
**PUBLIC SERVICE**  
**COMMISSION**

Re: *The Applications of Big Rivers Electric Corporation for: (I) Approval of Wholesale Tariff Additions for Big Rivers Electric Corporation, (II) Approval of Transactions, (III) Approval to Issue Evidences of Indebtedness, and (IV) Approval of Amendments to Contracts; and of E.ON U.S., LLC, Western Kentucky Energy Corp., and LG&E Energy Marketing, Inc., for Approval of Transactions, PSC Case No. 2007-00455*

Dear Mr. DeRouen:

Enclosed on behalf of Big Rivers Electric Corporation ("Big Rivers") in connection with Ordering Paragraph No. 5 of the March 6, 2009 order in this matter ("Order") are two copies of the revised tariff sheets proposed by Big Rivers in this proceeding showing, among other things, a rate mechanism on Sheet Nos. 82 and 83 to implement the Rural Economic Reserve, as directed therein.

Also enclosed for the record and the Commission's tariff files are two copies of each of the following documents that were signed at the closing of the Unwind Transaction:

1. Retail Electric Service Agreement dated as of July 1, 2009, by and between Kenergy Corp. and Alcan Primary Products, Inc.;
2. Wholesale Electric Service Agreement (Alcan) dated as of July 1, 2009, by and between Big Rivers Electric Corporation and Kenergy Corp.;
3. Coordination Agreement dated as of July 1, 2009, by and between Big Rivers Electric Corporation and Alcan Primary Products, Inc.;
4. Retail Electric Service Agreement dated as of July 1, 2009, by and between Kenergy Corp. and Century Aluminum of Kentucky General Partnership;

Telephone (270) 926-4000  
Telecopier (270) 683-6694

100 St. Ann Building  
PO Box 727  
Owensboro, Kentucky  
42302-0727

Mr. Jeff DeRouen

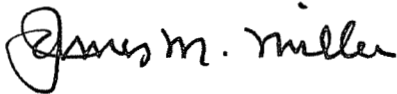
July 31, 2009

Page 2

5. Wholesale Electric Service Agreement (Century) dated as of July 1, 2009, by and between Big Rivers Electric Corporation and Kenergy Corp.;
6. Coordination Agreement dated as of July 1, 2009, by and between Big Rivers Electric Corporation and Century Aluminum of Kentucky General Partnership;
7. Amendment to Wholesale Power Contracts dated as of July 6, 2009, between Big Rivers Electric Corporation and Kenergy Corp.;
8. Amendment to Wholesale Power Contracts dated as of July 6, 2009, between Big Rivers Electric Corporation and Meade County Rural Electric Cooperative Corporation; and
9. Amendment to Wholesale Power Contracts dated as of July 6, 2009, between Big Rivers Electric Corporation and Jackson Purchase Energy Corporation.

Please let us know if you have any questions. I certify that a copy of this filing has been served on each person shown on the attached service list.

Sincerely yours,



James M. Miller

JMM/ej

Enclosures

cc: Mark A. Bailey  
David Spainhoward

SERVICE LIST  
BIG RIVERS ELECTRIC CORPORATION  
PSC CASE NO. 2007-00455

Hon. Kendrick Riggs  
Stoll, Keenon & Ogden PLLC  
500 West Jefferson Street  
Louisville, KY 40202

Hon. Frank N. King  
Dorsey, King, Gray,  
Norment & Hopgood  
318 Second Street  
Henderson, KY 42420

Hon. Melissa Yates  
Denton & Keuler, LLP  
P.O. Box 929  
555 Jefferson Street, Suite 301  
Paducah, KY 42002-0929

Hon. Tom Brite  
Brite and Butler  
P. O. Box 309  
Hardinsburg, KY 40143

Hon. Michael L. Kurtz  
Boehm, Kurtz & Lowry  
Suite 2110  
36 East Seventh Street  
Cincinnati, OH 45202

Hon. David Brown  
Stites & Harbison, PLLC  
1800 Aegon Center  
400 West Market Street  
Louisville, KY 40202

Hon. John N. Hughes  
124 West Todd Street  
Frankfort, Kentucky 40601

Hon. Dennis Howard  
Assistant Attorney General  
Office of the Attorney General  
Utility & Rate Intervention Division  
1024 Capital Center Drive, Suite  
200 Frankfort, KY 40601-8204

Don Meade  
800 Republic Building  
420 W. Muhammad Ali Blvd.  
Louisville, KY 40202